

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

IN RE ORGANOGENESIS SECURITIES
LITIGATION

MASTER FILE NO. 04-10027 JLT

[PROPOSED] ORDER GRANTING PLAINTIFFS'
MOTION FOR CLASS CERTIFICATION

WHEREAS the Court has reviewed the Corrected Consolidated Amended Class Action Complaint for Violations for Federal Securities Laws (the “Amended Complaint”) filed in this action, the Motion for Class Certification filed by Lead Plaintiffs Bruno Hofmann, John Bowie, Richard Madigan and Richard Conen (collectively “Lead Plaintiffs”) and the memorandum of law in support thereof, and Defendants’ response to Lead Plaintiff’s Motion for Class Certification;

THE COURT HEREBY FINDS, based on the aforementioned pleadings and papers and all the proceedings previously had in this action, that Lead Plaintiffs have satisfied each of the requirements of class certification under Federal Rule of Civil Procedure (“Rule”) 23, namely:

- a) The class proposed by Lead Plaintiffs is so numerous that joinder of all members is impracticable, in satisfaction of Rule 23(a)(1);
- b) There are questions of law and fact common to all members of the proposed class, in satisfaction of Rule 23(a)(2);
- c) The claims of Lead Plaintiffs are typical of the claims of the proposed class, in satisfaction of Rule 23(a)(3);

d) Lead Plaintiffs and their lead counsel, Milberg Weiss Bershad & Schulman LLP (“Milberg Weiss”) and liaison counsel Moulton & Gans, P.C. (“Moulton & Gans”), will fairly and adequately protect the interests of the proposed class , in satisfaction of Rule 23(a)(4); and

e) Questions of law and fact common to the members of the proposed class predominate over any questions affecting only individual members, a class action is superior to all other available methods for the fair and efficient adjudication of this controversy and no issues concerning the management of this action preclude its maintenance as a class action, in satisfaction of Rule 23(b)(3).

IT IS THEREFORE ORDERED that:

1. Pursuant to Federal Rule of Civil Procedure 23(b)(3), this action is certified as a class action on behalf of all purchasers of the securities of Organogenesis, Inc. (“Organogenesis” or the “Company”) between November 15, 1999 and February 7, 2002, inclusive (the “Class Period”), and were damaged thereby (the “Class); excluded from the Class are Defendants, the officers and directors of Organogenesis at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns, and any entity in which Defendants have or had a controlling interest;
2. The term “securities of Organogenesis, Inc.” as used in the definition of the Class shall not be deemed to include any securities issued by any wholly or partly owned subsidiary of Organogenesis;
3. Lead Plaintiffs Bruno Hofmann, John Bowie, Richard Madigan and Richard Conen are appointed the representatives of the Class;

4. Milberg Weiss is appointed Lead Counsel for the Class and Moulton & Gans is appointed Liaison Counsel for the Class (collectively, Milberg Weiss and Moulton & Gans are referred to herein as "Class Counsel");

DONE AND ORDERED this ____ day of _____, 2006.

The Honorable Joseph L. Tauro
United States District Judge